

**SECOND SUPPLEMENT DATED 10 APRIL 2017**  
**TO THE BASE PROSPECTUS DATED 11 AUGUST 2016**



(incorporated as a *société anonyme* in France)  
Euro 3,000,000,000  
Euro Medium Term Note Programme  
Due from one year from the date of original issue

This supplement (the **Supplement**) constitutes the second supplement to and must be read in conjunction with the Base Prospectus dated 11 August 2016 as supplemented by the first supplement dated 3 November 2016 (the **Base Prospectus**), prepared by Cofiroute (the **Issuer** or **Cofiroute**) with respect to the Euro 3,000,000,000 Euro Medium Term Note Programme (the **Programme**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

Application has been made to the *Commission de Surveillance du Secteur Financier* (the **CSSF**) in Luxembourg for approval of this Supplement in its capacity as competent authority under the "*loi relative aux prospectus pour valeurs mobilières*" dated 10 July 2005 as amended by the Luxembourg law dated 3 July 2012 (the **Prospectus Law**), which implements Directive 2003/71/EC as amended by Directive 2010/73/EU (the **Prospectus Directive**).

To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and contains no omission likely to affect its import. The Issuer accepts responsibility for the information contained in this Supplement.

This Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive and Article 13.1 of the Prospectus Law for the purposes of (i) incorporating by reference the free English language translation of the Issuer's annual financial report for the year ended 31 December 2016, which includes the audited individual financial statements of the Issuer for the year ended 31 December 2016, together with the explanatory notes and the free English language translation of the auditors' report (the **2016 FR**) and (ii) incorporating the new information set out below (the **New Information**) in the "Recent Developments" section of the Base Prospectus.

The 2016 FR has been filed with the CSSF and by virtue of this Supplement it shall be deemed to be incorporated by reference into the section entitled "Documents Incorporated By Reference" on page 16 of the Base Prospectus and shall form part of the Base Prospectus.

Copies of this Supplement, as well as the 2016 FR, will be available (i) without charge from the specified offices of the paying agent, (ii) on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and (iii) on the website of the Issuer (<https://corporate.vinci-autoroutes.com/fr/presentation/informations-financieres/investisseurs-obligataires> and <https://corporate.vinci-autoroutes.com/fr/presentation/informations-financieres/rapports-financiers>).

To the extent that there is any inconsistency between any statement in this Supplement and any other statement in or incorporated in the Base Prospectus, the statements in this Supplement will prevail.

Save as disclosed on pages 3 of this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is material in the context of the Programme since the publication of the Base Prospectus.

Save as disclosed on pages 3 of this Supplement, there has been no significant change in the financial and trading position of Cofiroute since 31 December 2016.

Save as disclosed on pages 3 of this Supplement, there has been no material adverse change in the prospects of the Issuer since 31 December 2016.

In accordance with Article 13 paragraph 2 of the Prospectus Law, in the case of a public offer of Notes pursuant to the Base Prospectus, investors who have already agreed to purchase or subscribe for any such Notes of the Issuer before this Supplement is published have the right, no later than 12 April 2017, to withdraw their acceptances.

## DOCUMENTS INCORPORATED BY REFERENCE

### 2016 FR

The table set out below is inserted in the "Documents Incorporated by Reference" section on page 16 of the Base Prospectus.

<b>INFORMATION INCORPORATED BY REFERENCE</b>	
(Annex IX of the European Regulation 809/2004/EC, as amended)	
<b>9. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES</b>	<b>Reference Document</b>
<b>9.1</b> Names, business addresses and functions in the issuer of the members of the administrative, management and supervisory bodies, and an indication of the principal activities performed by them outside the issuer where there are significant with respect to the issuer	<b>2016 FR</b> <b>18, 22-26, 32-36</b>
<b>11. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES</b>	<b>Reference Document</b>
<b><u>11.1 English language translation of the Audited Historical Financial Information</u></b>	<b>2016 FR</b>
Balance sheet	<b>43</b>
Income statement	<b>42</b>
Comprehensive income statement	<b>42</b>
Cash flow statement	<b>44</b>
Statement of changes in equity	<b>45</b>
Notes to the IFRS individual financial statements	<b>47-74</b>
Free English translation of the report of the statutory Auditors	<b>75</b>
<b><u>11.2 Financial statements</u></b> If the issuer prepares both own and consolidated financial statements, include at least the consolidated financial statements in the registration document.	<b>Not applicable</b>
<b><u>11.3 Auditing of historical annual financial information</u></b>	<b>2016 FR</b>
<b>11.3.1.</b> A statement that the historical financial information has been audited.	<b>75</b>

*The information incorporated by reference that is not included in the cross reference list, is considered as additional information and is not required by the relevant schedules of the Commission Regulation (EC) No 809/2004 of 29 April 2004, as amended.*

## RECENT DEVELOPMENTS

The New Information set out below is inserted at the end of the "Recent Developments" section which starts at page 82 of the Base Prospectus.

"At year end Cofiroute's total revenue stood at €1,364 million, up 4.4%.

Variation in Cofiroute's revenue in 2016<sup>1</sup>

	Cofiroute
Light vehicles*	+2.2%
Heavy vehicles*	+3.5%
<b>Total Traffic*</b>	<b>+2.4%</b>
<b>Other impacts</b>	<b>+1.7%</b>
<b>Toll revenue (in € millions)</b>	<b>1,345</b>
<b>2016 / 2015 change</b>	<b>+4.1%</b>

<b>Revenue (in € millions)</b>	<b>1,364</b>
<b>2016 / 2015 change</b>	<b>+4.4%</b>

Price increase in 2017:

Cofiroute\* increased its toll prices on 1 February 2017 in accordance with the concession agreements and their respective amendments signed with the French State.

The increase of the price rates on 1 February 2017 was 0.57% for vehicle class 1, 0.8 % for vehicle class 2, 1.8 % for vehicle class 3 and 0.6 % for vehicle class 4 and 5.

Toll prices on the A86 Duplex increased on 1 January 2017 pursuant to the Interministerial Decree of 22 December 2016.

\* Intercity network "

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<sup>1</sup> Internal source.